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MESSETURM  
60308 FRANKFURT AM MAIN

3A CHATER ROAD  
HONG KONG

RECORDATION NO. 20891 FILED

September 29, 1997

SEP 29 '97 12-36 PM

Surface Transportation Board

Re: TTX Company - Lease (No. 45-C)

RECORDATION NO. 20891-A, B, C FILED

SEP 29 '97 12-36 PM

Dear Mr. Secretary:

We enclose counterparts of the documents described below for recordation pursuant to Section 11301 of Title 49 of the United States Code:

- for Mr. Secretary*
- Primary → Memorandum of Lease (No. 45-C) dated as of September 1, 1997, a primary document;
  - A → Memorandum of Lease Supplement (No. 45-C) dated September 29, 1997, a primary document;
  - B → Memorandum of Lease Assignment (No. 45-C) dated as of September 1, 1997, a secondary document related to the aforesaid memorandum of lease;
  - C → Memorandum of Equipment Trust Agreement (No. 45-C) dated as of September 1, 1997, a primary document.

The names and addresses of the parties to the documents are as follows:

Primary → Memorandum of Lease:

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Lessor and  
Owner Trustee: The First National Bank of Maryland, not in its individual capacity but solely as trustee for TTX Lease 45-C Trust, a Maryland trust  
25 South Charles Street  
Baltimore, Maryland 21202

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 29 12 37 PM '97

**A → Memorandum of Lease Supplement:**

**Lessee:** TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

**Lessor and  
Owner Trustee:** The First National Bank of Maryland, not in its individual  
capacity but solely as trustee for TTX Lease 45-C Trust,  
a Maryland trust  
25 South Charles Street  
Baltimore, Maryland 21202

**B → Memorandum of Lease Assignment:**

**Assignee:** First Security Bank, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

**Assignor:** The First National Bank of Maryland, not in its individual  
capacity but solely as trustee for TTX Lease 45-C Trust,  
a Maryland trust  
25 South Charles Street  
Baltimore, Maryland 21202

**C → Memorandum of Equipment Trust Agreement:**

**Security  
Trustee:** First Security Bank, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

**Owner Trustee:** The First National Bank of Maryland, not in its individual  
capacity but solely as trustee for TTX Lease 45-C Trust,  
a Maryland trust  
25 South Charles Street  
Baltimore, Maryland 21202

The equipment covered by the documents consists of the railroad equipment described in Schedule A attached to each of the aforesaid documents. Such equipment is marked with the reporting marks and road numbers of TTX Company listed in said schedule.

The required fee is enclosed. Please return all counterparts not needed by you to the delivering messenger, for delivery to David Strupp, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017.

Very truly yours,

*David J. Strupp*  
David J. Strupp *DS*

Enclosures

MEMORANDUM OF LEASE SUPPLEMENT NO.1 (NO. 45-C) dated as of September 1, 1997, by TTX COMPANY, a Delaware corporation, as lessee, and THE FIRST NATIONAL BANK OF MARYLAND, not in its individual capacity but solely as trustee of TTX LEASE 45-C TRUST, a Maryland trust, as lessor.

The undersigned have entered into that certain Lease of Railroad Equipment (No. 45-C) dated as of September 1, 1997 for a term ending on January 2, 2020, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

The undersigned have entered into that certain Lease Supplement No.1 (No. 45-C) dated September 29, 1997, whereby the terms and provisions of the above-referenced Lease of Railroad Equipment are made applicable to the railroad equipment listed in Schedule A hereto, and wish to show for the public record the interest of The First National Bank of Maryland, not in its individual capacity but solely as trustee for TTX Lease 45-C Trust, a Maryland trust, as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.


RECORDATION NO. 20891-A FILED

SEP 29 '97

12-36 PM

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX COMPANY

By:   
Name: Thomas D. Marion  
Title: Treasurer

THE FIRST NATIONAL BANK  
OF MARYLAND,  
not in its individual capacity but solely  
as trustee for TTX LEASE 45-C TRUST

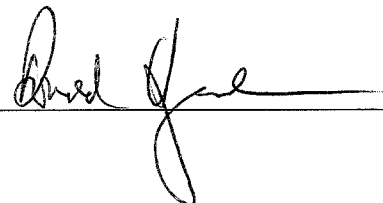
By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX COMPANY

By: \_\_\_\_\_  
Name: Thomas D. Marion  
Title: Treasurer

THE FIRST NATIONAL BANK  
OF MARYLAND,  
not in its individual capacity but solely  
as trustee for TTX LEASE 45-C TRUST

By:   
Name:  
Title:

STATE OF ILLINOIS

)

) SS.:

)

COUNTY OF COOK

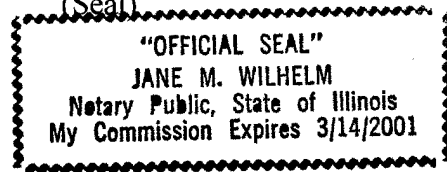
On this 25 day of September, 1997, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Gene M. Wilhelms  
Notary Public

Notary Public

(Seal)

My commission expires

[illegible]

)

) SS.:

)

COUNTY OF BALTIMORE

On this \_\_\_\_ day of September, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is a \_\_\_\_\_ of THE FIRST NATIONAL BANK OF MARYLAND that said instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

(Seal)

My commission expires \_\_\_\_\_





Schedule A  
TTX Company  
Lease No. 45C

Norlease

Closing No. 1 dated as of September 29, 1997

Builder/ Car Type	Quantity		Total Cost	Delivery Period	Contract
	Cars	Platforms			
Gunderson Inc. 73-foot center-partitioned bulkhead flatcars with winch tie-down devices for carrying packaged lumber products- TTZX.	<u>106</u>	<u>106</u>	<u>\$6,002,095.24</u>	Feb.-April, '97	T-5096-F